CHARTER AND BY-LAWS

OF THE

ST. FLAVIEN

Mining and Smelting Company,

OF CANADA.

BOSTON:
E. L. MITCHELL, PRINTER,
24 Congress Street.
1864.

1864
(52)

TO THE STOCKHOLDERS

OF THE

ST. FLAVIEN MINING AND SMELTING CO.

GENTLEMEN:

Having been appointed to the general superintendence of your mine, I deem it proper to make a brief statement of what has been accomplished during the past seven months.

I went to St. Flavien on the 1st of June last, and commenced work on the 9th, by putting on a small force to clear out the excavations made by the Quebec Company the previous season.

Seeing the importance of having our property thoroughly explored that we might know the locality, number, and importance of the veins, I employed a larger force in cutting costeans for tracing and opening the different surface exposures. The result of these explorations has proved very satisfactory, as I have discovered no less than six parallel veins of from two to six feet in width, besides one vein of rich purple ore.

Having fully satisfied myself of the different veins existing on the property, I commenced sinking on the vein designated by Professor Hitchcock as "No. 4." The result of the work in that shaft has been highly gratifying to all the stockholders who have visited the mine.

This vein, of yellow sulphuret, inclines North West. Distant about 200 feet on the surface is the rich purple vein, which inclines South East. In the opinion of geologists, these veins will meet at a depth of from 100 to 120 feet, and at their junction will be found masses of ore very rich and extensive.

The expense of prosecuting the work thus far has been less than could have been anticipated, considering what has been accomplished, the rate of exchange, and the difficulties always attending the opening of a mine.

The amount disbursed I classify under four heads, viz:—

Labor Cost, ...	$3,018.93
Improvement, ...	546.02
Expense and Tools, ...	861.77
Management and Travel, . . .	268.18
Total, ...	$4,694.90

The Labor Cost is for the work of costeaning, opening the different veins, and exploring thoroughly the southerly portion of the property; sinking one shaft 75 feet, and running two drifts from it E. and W., 43 feet, and sinking one trial shaft 30 feet. It has also built a tram road 250 feet; cut an adit for air and drainage 275 feet; built a dressing shed 50 x 25 feet, with two wings 18 x 25 each; built a shaft house 15 x 17; a whim and whim house 45 feet square; a lumber shed, powder magazine, blacksmith shop, and dry-house for the mines, &c., &c.

The Improvement Account has given us two very good block houses, the lumber for all the other buildings, plank and timber for the shaft, tram road, and other improvements about the mine.

The Expense Account includes tools, powder, fuse, steel, iron, nails, pump, rope, surveys, charter, and in fact every thing not covered under other heads.

The Management Account consists of travelling expenses for purchasing lumber, stores, &c., horse hire, and other charges for which I refer to my books.

Thus far our progress has been more satisfactory than I anticipated. The only difficulty was in obtaining lumber, which will be obviated hereafter, as I have arranged with the proprietors of the mills in the vicinity for all we may require.

We are now down more than seventy-five feet, and the vein has constantly improved. The ore taken out in sinking the shaft will more than pay the whole expense of sinking. As estimated by our mining captain, we have now in sight over 1,000 tons of ore, and when we reach the fifteen-fathom level we believe the yield will be abundant and constant. It has been our object to open the mine in the most judicious manner, with a view to its continuous and profitable working in the future, rather than to obtain large returns at the outset. By the latter course, our work would have been crowded and confused, and the miners, being constantly in each other's way, would have worked to great disadvantage; higher prices must have been paid for the labor done, and the mine would have been greatly injured, or, in miner's language, we should have been "dragging her eyes out."

I would recommend to the Company to employ some good mining engineer to take charge of the works, and pay him a salary sufficient to induce him to devote all his time to it. Too much importance cannot be attached

to this, as the profit in working a mine depends, in a great measure, upon its management.

I have been much indebted to Capt. F. Bennette, who has made regular visits to our mine twice a month, giving directions, letting contracts, and, I may say, taking full charge of the work. His services to the Company have been very great, and I have the utmost confidence in his judgment and plans.

I have been fortunate in obtaining a very liberal charter from the Canadian Parliament, a copy of which is annexed.

I take pleasure in acknowledging the encouragement and assistance received from many stockholders, their hearty approval of my plans for the development of the mine, and their undiminished confidence in its great value. Also to the stockholders, over twenty in number, who attended the meeting for organization at St. Flavien, I return my thanks for their expression of satisfaction and approbation.

In my opinion, you have reason to be proud of your property, and I have no hesitation in saying that present appearances indicate, and the reports of experts confirm the belief, that it will prove one of the best mining properties in Canada, and that your most sanguine expectations will begin to be realized at a very early day.

Very Respectfully,

S. L. FRENCH,

President St. Flavien Mining and Smelting Co.

Boston, February 1, 1864.

St. Flavien, January 26, 1864.
St. Flavien Mine.

S. L. French, Esq.:

Sir: — Underneath, I beg to hand you, as requested, a brief statement of the operations at this mine since the commencement in June last, and a report on the results thus far obtained.

At the time of my first visit to the St. Flavien Mine, in June, I found that the workings which had hitherto been carried on had been chiefly confined to two principal veins, although a few pits had been also sunk at other points of the property, and in the most southerly one a large vein containing copper ore had been discovered. After carefully going over the ground, accompanied by you, and consulting as to the most efficient and economical mode of working the property, it was finally determined to immediately commence operations by sinking, on what (for the sake of distinction) may be called No. 2 Vein, which we considered presented the following advantages to veins No. 1 or 3:

First, it had been more fully developed, having been traced longitudinally for a distance of 528 feet. Secondly, it was a large, promising and well-defined vein of about two feet wide, and yielding at the point at which we commenced to sink, about one ton of rich yellow sulphuret of copper per fathom. Thirdly, being situate between the other two veins, the "cross-cuts" from it to the parallel veins would be more easily ventilated, as the distance in any one of them from this shaft would not be so great as if it were only one long "cross-cut" from either Nos. 1 or 3. With these objects in

view, No. 1 Shaft was commenced, and pushed on with all possible despatch. It is still sinking, being at present to a depth of 80 feet.

The prices paid for sinking have varied from $52½ per fathom to $95, according to the hardness of the rock, and the amount of water with which the men have had to contend. The vein in the shaft yielded on an average, about 1½ tons of copper ore per fathom, that could be dressed to 13 to 15 per cent.

At a depth of about 66 feet from the top of the shaft, we commenced two drifts hitherto called the 12 fathom level. The one north-eastward and the other south-westward, on the course of the vein. The north-east drift is extended a distance of 51 feet, for about 30 feet of which the vein was very similar, both in character and yield, to that in the shaft. The south-west drift has been extended a distance of 49 feet. The vein in this distance has maintained its size and character, having yielded copper ore throughout its entire length, but not in such quantities as the shaft. The yield averaging throughout probably one-half to three-fourths ton of copper ore per fathom.

The result obtained by opening these drifts and the shaft is, that we have a piece of ground ten fathoms deep and six fathoms long, that will yield one ton of good copper ore per fathom, and can be easily and cheaply taken out; or, in other words, we have a reserve unbroken, from which we can calculate with moderate certainty of obtaining at least 60 tons of copper ore, in addition to the copper ore, amounting to about 30 tons, already broken from the shaft and drifts. But I would not advise the dressing of any copper ore before

Spring, as we shall then be able to do it better and more economically.

No. 3 Vein has also been carefully examined. This vein is about 18 inches wide, very similar in composition to No. 2, from which it is 25 fathoms, or 150 feet, distant in a northerly direction, but the copper ores obtained from it are the vitreous and variegated sulphurets. This vein, by its dip, where exposed, inclines towards No. 2 Vein, with which it will come in contact at a probable depth of 180 feet, or about 100 feet below the present bottom of No. 1 Shaft, and it is to this point that I would call your particular attention, as very favorable results may be expected at or near the junction of two copper-bearing veins.

No. 1 Vein, the most southerly one, has also been examined, and yields in places good stores of copper ore; but the season for surface work being nearly consumed in the above operations, and it being the intention to "crosscut" from No. 1 Shaft to this vein, it was deemed advisable, whilst the ground was bare of snow, to make as much costeaning as possible, as from the frequent small pieces of native copper found on this property, and the similarity of the rocks in the district to that on Lake Superior, it was very possible that native copper might be found in masses. With this object in view, we have costeaned the property at different points a total length of 446 fathoms, and have discovered and traced Vein No. 4 a distance of 120 fathoms. We also sunk on it to a depth of 30 feet, but the winter setting in, the men were removed and employed in drifting the 12 fathom level northeastward.

Besides the above, we have also been engaged in erecting houses for the workmen, dressing house, shaft house, rail track, whim house, carpenter's and blacksmith's shop, powder house, lumber house, &c.

The mine has thus far, in my opinion, developed in a most satisfactory manner, and its great value consists in:

First. The highly cupriferous nature of the rocks in which the veins occur.

Secondly. The similarity of the rocks to those in the rich copper-bearing districts of Lake Superior.

Thirdly. The well-defined and mineralized nature of the veins themselves, and the existence of native copper in their immediate vicinity.

Fourthly. The manner in which the ores occur in the veins, not being in isolated pockets, at long and irregular distances, but in one almost uninterrupted strike.

Fifthly. The length and depth to which this uniformity extends.

From this it will be at once seen that this property presents such indications of ultimately and soon becoming a very valuable mining location, as are rarely met with, and as such recommends itself to the attention of the miner as well as the capitalist seeking a *bona fide* investment for mony.

I am sir, yours very respectfully,

FRAS. BENNETT.

P. S. Since writing the foregoing, the men have brought up a very nice stone of copper ore from the bottom of the shaft. I can assure you it looks well.

F. B.

TO THE PRESIDENT AND DIRECTORS

OF THE

ST. FLAVIEN COPPER MINING AND SMELTING CO.

GENTLEMEN :

Last winter, under rather unfavorable circumstances, I made a report upon your property before it came into your possession. Knowing that a report made while the ground is covered with snow is not so satisfactory as one derived from an examination of the veins in the summer season, I recently expressed a desire to visit the St. Flavien Mine again and have just returned from the property.

I spent the 18th of August at the mine and readily recognized the three localities from which the snow was cleared in February last, and by examining further openings along the veins was enabled to see clearly what I had previously inferred the existence of, upon geological principles. I find that the two smaller exposures observed in the winter belong to one and the same vein, instead of being leaders to the principal vein.

I do not see any reason to change any other fact or inference stated at that time. Nor does the value of the property appear greater to me now than then, since the numerous smaller exposures covered by snow were then truthfully described to me, as I now find upon per-

sonal observation. I cannot but congratulate you upon the great value of your property.

There appear to be six important veins upon your land, some of which I have traced for nearly half a mile.

Beginning at the southeast side there are —

I. The vein between the shale and the limestone.

II. A vein in which occurs black carbonaceous matter like the "Acton Coal," also carbonate of lime and many of the red streaks. The surface indications on this vein are almost equal to those on the

III. The vein on which the shaft is being sunk and is now considered the most valuable. I descended the shaft at least thirty feet and find the vein beginning to incline northwesterly or towards No.

IV. Otherwise called the purple vein, which I followed for about 1,000 feet. My impression is that this inclines southeasterly, or towards No. III. Should these two veins continue to approach each other till they unite, say at 100 feet below the surface, there is every reason to believe that an immense mass of ore will be found. I repeat my remark of last winter, that this may prove the most valuable vein on the premises.

V. A vein with quartz gangue developed in a costean.

Still further to the northwest is —

VI. The large vein, not yet very rich in copper, near the crest of the hill, cut by the road and several costeans.

Besides these principal veins, there are many smaller leaders, particularly between Nos. II. and IV.

I may add that the long hills of sand upon your property, to which in Maine the provincial name of "Horsebacks" has been applied, has interested me greatly, partly as they present some features different from their Maine brethren, which may throw light upon their origin. Whenever a careful topographical map of your property is constructed, I hope these interesting ridges will be delineated upon it in company with the courses of the veins and the position of the shaft adit and buildings.

With high respect,

Your ob't servant,

CHARLES H. HITCHCOCK.

Professor of Amherst College, and Geologist for the State of Maine.

AMHERST, Mass.,
Sept. 15, 1863.

BY-LAWS.

ARTICLE I.—CAPITAL STOCK.

The Capital Stock of this Company shall be five hundred thousand dollars, divided into one hundred thousand shares of five dollars each.

ARTICLE II.—COMPANY'S OFFICES.

The places of business of this Company shall be at the office of the Mine at St. Flavien, County of Lotbinière, Canada East, and at the office of the Treasurer, in Boston, Massachusetts.

ARTICLE III.—MEETINGS OF SHAREHOLDERS.

The Annual Meeting of the stockholders shall be held at the office of the Company, in the City of Boston, on the last Wednesday of October, for the choice of Board of Directors, and for any other business that may lawfully come before them; ten days' notice of the same shall be given in one or more daily newspapers published in said city, in addition to the notice required by the Charter of the Corporation.

Special meetings of the stockholders may be called as often as the Board of Directors may deem expedient; and they shall be required to call special meetings on the written request of the owners of one-eighth of the

capital stock of the Company; in both cases giving ten days' notice previous to such meeting, in writing, to each stockholder, personally or through the post-office; such notice to specify the object or purpose for which said meeting is called. Any special meeting, as aforesaid, may be adjourned to a future day; but no subject not specified in said notice shall be introduced or considered at any special or adjourned meeting, except by the unanimous consent of all the stockholders present or represented.

At all elections of Directors the voting shall be by ballot, and at all meetings of the stockholders each share of stock shall be entitled to one vote, and may be voted by the holder in person, or by proxy; but all proxies shall be filed with the Secretary at or previous to the time of meeting.

Proxy must be held by a stockholder, &c. See Charter, Sec. 12.

At all meetings, and on any questions, whenever the same shall be demanded by any stockholder, the vote shall be by shares; all decisions shall be by a majority of shares present or represented. *Five* members actually present, representing not less than *one-fourth* part of the capital stock, shall constitute a *quorum* for the transaction of business.

ARTICLE IV.—OFFICERS.

(See Sec. 13, Charter.)

1. There shall be seven Directors. Four members of the Board shall constitute a quorum. Should any emergency arise whereby a quorum cannot be readily obtained, the action of four Directors, when unanimous, agreed to in writing, and duly recorded by the Secretary, shall be valid as the action of the Board of Directors.

2. A President, who shall be one of the seven Directors.

3. A Secretary and Treasurer, who may be one and the same person, or otherwise.

These officers shall serve from the time of their election until the next annual meeting, or until others are chosen and have accepted.

ARTICLE V. — DUTIES OF DIRECTORS.

The Board of Directors shall appoint one of their number President, and have power to fill any vacancy that may occur in the Board; they shall have the control and management of the affairs and the property of the Company, subject to the purposes, limitations, and restrictions herein mentioned, and to the instructions of the Company, by a vote at any regular or special meeting. They shall have power to levy assessments, appoint and employ such and as many agents as, in their judgment, the interest or business of the Company may, from time to time, require, to fix their compensation, and define their duties. They shall also adopt a Corporate Seal. They shall render an account at every annual meeting of the stockholders, showing in detail the situation of the property and financial affairs of the Company; they shall also render a similar account at any regular meeting of the stockholders, when required by a vote thereof so to do; and, generally, they shall have full power to do all such acts, and to adopt all such measures, not inconsistent with the Charter under which this Company is incorporated, or the By-Laws of the Company (subject, however, to special instructions by a vote of the stockholders afore-

said), as they shall deem best calculated to promote, to the fullest extent, the interests of the shareholders.

ARTICLE VI.—DUTIES OF THE PRESIDENT.

It shall be the duty of the President to preside at all meetings, both of the shareholders and Board of Directors, to sign all Certificates of Shares, and, in general, to perform all the acts incidental to such corporate office.

ARTICLE VII.—ELECTION AND DUTIES OF SECRETARY AND TREASURER.

1. *Election.*

The Secretary and Treasurer shall be elected by the Board of Directors, and may be one and the same person, or otherwise, as they may elect, and shall hold his or their offices during the pleasure of the Board of Directors.

The Treasurer's election shall not be considered valid or complete until he has executed to the Board of Directors a bond or bonds, in such manner as they may deem adequate, for the faithful performance of the duties of his trust.

2. *Duties of Secretary.*

The Secretary shall notify all meetings of the stockholders and Board of Directors, and shall record the proceedings of the same in a book to be kept for that purpose, and shall perform all such services and duties as usually appertain to his office in a corporate body.

3. *Duties of Treasurer.*

The Treasurer shall have the custody of all the funds of the Company until the same shall be appropriated

by the Board of Directors. He shall sign receipts and acknowledgments for all money and other property of the Corporation which may come into his hands, and disburse and appropriate the same only under the direction of the Board of Directors. He shall keep all moneys of the Company on deposit in some bank in the city of Boston, to the credit of the Company. He shall also render a full and particular statement of the cash account, accompanied with vouchers, at every annual meeting of the Company, showing the condition of its financial affairs, and a similar account at any regular meeting of the stockholders, when required by a vote thereof so to do. He shall conduct the correspondence of the Company, and keep copies of all letters sent, and files of those received. He shall prepare and keep proper books of accounts for the business of the Company, — a Stock Ledger, Transfer Book, and such other books and papers as the Directors may prescribe; all of which said books, papers, and correspondence shall be kept at the office of the Company, and considered in his possession and under his charge, but open at all times to the inspection of the Directors.

He shall countersign and register all Certificates of Stock and other documents requiring the signature of the President, and, generally, shall perform all such duties and services as usually appertain to his office in a corporate body, and are required by the charter.

ARTICLE VIII. — DIRECTORS TO APPOINT OFFICERS PRO TEMPORE.

In case of the absence of the President, Secretary, or Treasurer, or their inability from any other cause to

discharge the duties of their respective offices, it shall be competent for the Directors to appoint a President, Secretary, or Treasurer, *pro tempore*, who shall have and exercise all the powers of said officers during the continuance of such absence or inability.

ARTICLE IX. — CERTIFICATES OF STOCK.

The Certificates of Stock shall be numbered and registered as they are issued; they shall exhibit the holder's name, and the number of shares, and be signed by the President, and countersigned by the Treasurer, and stamped with the seal of the Corporation.

Transfers of Stock may be made on the books of the Company, either by the holder in person, or by attorney, or by transfer of the Certificate of Stock by endorsement thereon, which transfer shall be effectual so soon as recorded in the books of the Company, and the possession of a certificate of Stock shall not be regarded as investing any ownership in the same, in any other than the person in whose name it is issued (as between the Company and such other holder), until the transfer is duly made on the books of the Company aforesaid.

Certificates of Stock lost or destroyed, when such loss is satisfactorily proved to the Directors, may be renewed, the party giving to the Company a bond of indemnity satisfactory to the Directors.

ARTICLE X. — DIVIDENDS.

The Directors may declare dividends of the profits of the Company whenever they shall deem it expedient, giving due notice to the stockholders.

CHARTER.

An Act to Incorporate the St. Flavien Mining and Smelting Company.

[*Assented to 15th October*, 1863.]

Whereas the persons hereinafter named have, by petition, represented that they desire to engage in the business of exploring, mining, manufacturing and disposing of copper and other ores, in the Parish of St. Flavien, in the County of Lotbinière, in the District of Quebec, in the Province of Canada, and that they can do so to better advantage by the aid of a Charter of Incorporation, and have prayed for the passing of an Act to that end; and whereas it is expedient that such prayer be granted: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

1. William H. Webb and Walter Shanly, together with all such other persons as shall become shareholders in the company hereby constituted, shall be, and they are hereby made a body corporate and politic, by the name of "The St. Flavien Mining and Smelting Company."

2. The Company may carry on the business of exploring for, mining, smelting, manufacturing and selling copper and other ores and metals, and for these purposes may acquire and hold, by purchase, lease, or other legal title, such lands and mining rights in land in the County aforesaid, not exceeding at any time two thousand acres in superficies, and construct and maintain such buildings and machinery and other improvements thereon, and sell and dispose of the same, and acquire others in their stead, as the Company may deem to be for its advantage, and may acquire any royalty or percentage payable for the privilege of mining, smelting, or manufacturing copper or other ores and metals; Provided, however, that the acquisition of any such royalty or percentage shall not entitle the Company to carry on any mining operations beyond the limits of the said County, but the Company may carry on smelting and manufacturing operations elsewhere in this Province than in the said County.

3. The capital stock of the Company shall be the sum of two hundred and fifty thousand dollars, divided into such a number of shares not exceeding twenty-five dollars each, and not less than five dollars, as the Directors shall determine; which said capital stock may be from time to time increased, as the wants of the Company require, by vote of the stockholders at a meeting of the Company called for the purpose, to an amount not exceeding one million dollars in the whole; Provided always, that no such increase of stock shall be made until after the whole amount of the original stock of the Company shall have been *bona fide* paid in.

4. The capital stock shall be paid by the subscribers therefor, when, where, and as the Directors of the Company shall require, or as the by-laws may provide, and if not paid at the day required, interest at the rate of six per centum per annum shall be payable after the said day upon the amount due and unpaid; and in case any instalment or instalments shall not be paid as required by the directors, with the interest thereon, after such demand or notice as the by-laws prescribe, and within the time limited by such notice, the Directors may, by vote, reciting the facts and duly recorded in their records, summarily forfeit any shares whereon such payment is not made, and the same shall thereupon become the property of the Company, and may be disposed of as the by-laws or votes of the Company may provide.

5. The stock of the Company shall be deemed personal estate, and be assignable in such manner only, and subject to such conditions and restrictions, as the by-laws prescribe, but no share shall be assignable until all instalments called for thereon have been paid, unless it has been declared forfeited for non-payment.

6. At all meetings of the Company every shareholder, not being in arrear in respect to any instalment called for, shall be entitled to as many votes as he holds shares in the stock of the Company; and no shareholder being in arrear shall be entitled to vote; and all votes may be given in person or by proxy; Provided always, the proxy is held by a shareholder not in arrear, and is in conformity with the by-laws.

7. The affairs of the Company shall be administered by a Board of not less than five and not more than seven Directors, being severally holders of at least one hundred shares of stock, who shall be elected at the first general meeting, and thereafter at each annual meeting of the Company, to hold office until their successors are elected, and who (if otherwise qualified), may always be re-elected; and four members of such Board, until otherwise provided by the by-laws, shall be a quorum thereof; and in case of the death, resignation, removal, or disqualification of any Director, such Board, if they see fit, may fill the vacancy until the next annual meeting of the Company, by appointing a qualified shareholder thereto; but a failure to elect Directors, or any failure of Directors, shall not dissolve the corporation; and an election may be had at any general meeting of the Company called for the purpose; Provided always, that voting by proxy shall not be allowed at any meeting of the Board of Directors

8. The Board of Directors shall have full power in all things to administer the affairs of the Company and make or cause to be made any purchase and any description of contract which the Company may by law make; to adopt a common seal; to make from time to time any and all by-laws (not contrary to law or to the votes of the Company) regulating the calling in of instalments on stock, and payment thereof, the issue and registration of certificates of stock; the forfeiture of stock for non-payment; the disposal of forfeited stock and the proceeds thereof; the transfer of stock; the declaration and payment of dividends; the appoint-

ment, functions, duties and removal of all agents, officers and servants of the Company; the security to be given by them to the Company; their remuneration, and that (if any) of the Directors; the time and place for holding the annual and other meetings of the Company; the calling of meetings of the Company and of the Board of Directors, the quorum, the requirements as to proxies, the procedure in all things at such meetings, the site of their chief place of business and of any other offices which they may require to have, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct in all other particulars of the affairs of the Company; but every such by-law, and every repeal, amendment, and re-enactment thereof, shall have force only until the next annual meeting of the Company unless confirmed at some general meeting of the Company; and every copy of any by-law, under the seal of the Company and purporting to be signed by any officer of the Company, shall be received in all courts of law as *prima facie* evidence of such by-law.

9. Until the first election of such Board, the said Walter Shanly, and W. L. Thompson, W. S. Hunter, S. D. Nickerson, W. S. Eaton, C. W. Galloupe, J. W. Wolcott and S. L. French shall be a provisional Board of Directors of the Company, with power to fill vacancies, to open stock books, assign stock, make calls for and collect instalments, issue certificates and receipts, convene the first general meeting of the Company, at such time and place within this province as they shall determine, and do other acts necessary or proper to be

done to organize the Company and conduct its affairs; Provided always, that notice of all meetings of the Company shall be given in some newspaper published in the district of Quebec and also in the *Canada Gazette*, at least fifteen days before the holding of such meeting.

10. In addition to their ordinary place of business in this Province, the Company may establish and have any place or places of business in Great Britain, or in the United States of America, and may, at any one thereof, order, direct, do and transact their affairs and business, or any thereof, in such manner as may be prescribed by their by-laws.

11. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any shares; and the receipt of the person in whose name the same shall stand in the books of the Company, shall be a discharge to the Company for any dividend or money payable in respect of such share, whether or not notice of such trust shall have been given to the Company; and the Company shall not be bound to see to the application of the money paid upon such receipt.

12. The shareholders of the Company shall not, as such, be held responsible for any act, default or liability whatsoever of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing, whatsoever, relating to or connected with the Company, beyond the amount unpaid upon their shares in the stock thereof.

13. All contracts, promissory notes, bills of exchange, and engagements made on behalf of the Company, by the Directors, officers, agents or servants of the Company, in accordance with their powers under the by-laws, or by vote of the Company, shall be binding upon the Company, and in no case need the seal of the Company be affixed thereto, nor shall such Directors, officers, agents or servants thereby become individually liable to any third party therefor; but said Company shall issue no Bank Note, or Note to circulate as money.

14. The Company shall not commence operations under this Act, until at least ten percentum of the amount of their capital stock shall have been paid in; Provided always, that unless mining operations be commenced under this Act within five years from the passing thereof, and continued *bona fide*, this Act of Incorporation shall be null and void, saving only to the said Company the power and right to part with any real estate which they may hold, and to make such conveyances as may be necessary for that purpose.

15. This Act shall be deemed a Public Act.